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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
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JOINT STIPULATION AND AGREED ORDER DISALLOWING  
AND EXPUNGING PROOF OF CLAIM NUMBER 12446  
(MARY H. SCHAFER)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Mary H. Schafer ("Schafer") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 12446 (Mary H. Schafer) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 28, 2006, Schafer filed proof of claim number 12446 (the "Proof of Claim") against Delphi. The Proof of Claim asserts an unsecured non-priority claim in an unliquidated amount arising from certain compensation and benefits items allegedly accrued while Schafer was employed at Delphi (the "Claim").

WHEREAS, on June 27, 2008, the Debtors objected to the Proof of Claim pursuant to the Debtors' Thirtieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Amended Claims, (B) Equity Claims, (C) Untimely Insufficiently Documented Claim, (D) Books And Records Claims, (E) Untimely Claims, And (F) Claims Subject To Modification (Docket No. 13823) (the "Thirtieth Omnibus Claims Objection").

WHEREAS, on July 24, 2008, Schafer filed her Response Of Creditor Mary H. Schafer To Thirtieth Omnibus Claim Objection (Docket No. 13971) (the "Response").

WHEREAS, on October 3, 2008, the Debtors filed their Notice Of Hearing With Respect To Debtors' Objection To Proof Of Claim No. 12446 (Mary H. Schafer) (Docket No.

14309), scheduling a claims objection hearing for the purposes of holding an evidentiary hearing on the merits of the Proof of Claim for December 8, 2008, at 10 a.m. (prevailing Eastern time) in this Court.

WHEREAS, on October 10, 2008, the Debtors filed their Statement Of Disputed Issues With Respect To Proof Of Claim Number 12446 (Mary H. Schafer) (Docket No. 14327).

WHEREAS, to resolve the Thirtieth Omnibus Claims Objection with respect to the Claim, the Debtors and Schafer entered into this Joint Stipulation.

WHEREAS, pursuant to this Joint Stipulation, Schafer acknowledges and agrees that the Claim shall be disallowed and expunged in its entirety.

WHEREAS, the Debtors are authorized to enter into this Joint Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Schafer stipulate and agree as follows:

1. The Claim shall be disallowed and expunged in its entirety.
2. Schafer shall withdraw her Response to the Thirtieth Omnibus Claims Objection with prejudice.
3. This matter is withdrawn and settled without costs to any party, and with each party to bear their own costs and attorneys' fees.

So Ordered in New York, New York, this 25th day of March, 2009

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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